

YARDLEY

ZMAP 2006-0019

PROFFER STATEMENT

September 14, 2007

Pursuant to Section 15.2-2303, Code of Virginia (1950), as amended, and Section 6-1209 of the Revised 1993 Loudoun County Zoning Ordinance, as amended (the "Zoning Ordinance"), GSR Partners, LLC of Fairfax Virginia as applicant, and CHW Partnership of Chantilly, Virginia, Martha Ann and Malcolm Long of Chantilly, Virginia, and David and Kristen Lewis of Vienna, Virginia, as the respective owners, (collectively the "Owner" or "Applicant") of property described as Loudoun County Tax Map 101, Parcel 53A (PIN 205-39-6591), Tax Map 101, Parcel 45A (PIN 205-49-8308) and Tax Map 101, Parcel 45D (PIN 205-49-9724), (the "Property"), on behalf of themselves and their successors in interest, hereby voluntarily proffer that the development of the Property subject to ZMAP 2006-0019 shall be in substantial conformity with the proffers as set forth below.

All proffers made herein are contingent upon approval of (i) ZMAP 2006-0019 and the rezoning of the Property to the Single Family Residential (R-4) zoning classification under the Zoning Ordinance, and (ii) the Concept Development Plan, as defined below.

I. CONCEPT DEVELOPMENT PLAN

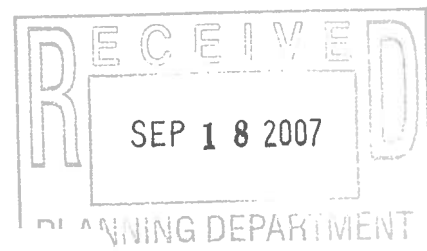
The development of the Property shall be in substantial conformity with Sheets 1 and 2 of the Yardley Concept Development Plan (the "CDP") (included by reference as Exhibit B), dated July 13, 2006, as revised through September 12, 2007, prepared by Paciulli, Simmons & Associates. Minor adjustments to the locations of the proposed uses, facilities and improvements shown on the CDP shall be permitted to address grading, drainage, environmental, cultural and natural features, development ordinance requirements, and other final engineering considerations, and to accommodate the recommendations of additional studies.

II. DEVELOPMENT SCOPE

Development of the Property will include a maximum of twenty-six (26) single-family detached residential units with related privately-owned community facilities and amenities. The Applicant shall provide a variety in the unit design by committing to offer a minimum of three (3) varying front elevations and house models, which shall exhibit a variety in the architectural features including entryway porches, doors, lighting fixtures, roof lines, materials, and lot landscaping. A maximum of ten (10) residential occupancy permits may be issued for the Property until such time as Gum Spring road is constructed or bonded for construction as a four-lane (U4M) roadway between Route 50 and Braddock Road, at which time all 26 residential occupancy permits may be issued.

III. RECREATIONAL AMENITIES AND TRAILS

A. Recreational Amenities



ATTACHMENT 6

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The Applicant shall provide the recreational amenities as shown on Parcel A of the CDP. The active recreation area will include a minimum of 6,600 square feet within Parcel A and will include a tot lot, with a minimum of three pieces of age-appropriate recreational equipment, a minimum 5,000 square foot playing field, and a picnic pavilion with picnic tables. The playing field will be approximately 50 feet by 100 feet, graded and seeded. These facilities shall be constructed or bonded for construction prior to the issuance of the first residential occupancy permit for the Property.

B. Trails

The Applicant shall construct a 10-foot wide trail in the buffer area along the Property frontage of Route 659, as shown on Parcels B and C of the CDP. The 10-foot wide trail shall be constructed within a 14-foot wide public access easement and shall connect with the existing trail located on the south side of the Property. This trail shall be constructed or bonded for construction concurrent with the Route 659 entrance and frontage improvements and prior to the issuance of the first zoning permit for the Property. The trail shall be constructed in accordance with the Loudoun County Facilities Standards Manual ("FSM"). The Applicant shall construct or bond for construction the trail located on Parcel A concurrent with the recreational amenities as specified in Proffer III.A, above.

IV. TRANSPORTATION

A. Route 659 Dedications and Improvements

1. The Applicant shall dedicate right-of-way, along with all necessary construction and maintenance related easements located outside of the right-of-way, as may be needed to accommodate one-half of a 6-lane median divided section of Route 659/ Gum Spring Road across the Property's frontage, as shown on the CDP. Any right-of-way and all related easements needed for the half section of Gum Spring Road shall be dedicated upon the earlier to occur of (i) a request by the County, accompanied by the requisite construction plans, plats and deeds prepared by others, or (ii) the approval of the first record plat or first site plan for the Property, whichever is first in time, with the requisite construction plans, plats and deeds prepared by Applicant. The Applicant shall convey to the County a 14-foot wide public access easement to accommodate the 10-foot wide trail along Route 659, which will be maintained by the Homeowners Association ("HOA"), to be established pursuant to the provisions of Proffer VIII.

2. The Applicant shall construct a right turn lane from Route 659 as may be required by the Virginia Department of Transportation ("VDOT") or the County or desired by the Applicant for access to the Property. These improvements, whether required by VDOT or the County or desired by the Applicant, shall be bonded for construction prior to the approval of the first record plat or site plan for the Property, whichever is first in time. Such turn lane, if desired by the Applicant but not required by VDOT or the County, shall nonetheless be subject to approval by VDOT and the County. In the event such required turn lane is constructed by others prior to the approval of the first record plat or site plan for the Property, whichever is first in time, the Applicant shall provide a cash equivalent contribution to the County at the time of approval of the first record plat or site plan for the Property, whichever is first in time. Such

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contribution shall be used by the County for transportation improvements within the Dulles Community area, as defined in the Suburban Policy Area of the Revised General Plan.

B. Typical Road Sections and Street Tree Locations

The Applicant shall submit typical road sections and street tree locations at the time of preliminary subdivision review. The sections and locations of trees will comply with VDOT and FSM standards in effect at the time of subdivision plan approval. The Applicant shall construct 5-foot wide sidewalks on both sides of all internal public streets. The sidewalks shall be constructed or bonded for construction concurrent with the construction of the internal public streets and prior to the issuance of the first zoning permit for the Property.

C. Transit Capital Costs Contribution

The Applicant shall contribute \$500 per unit to Loudoun County to be used at the discretion of the Board of Supervisors for the purchase of transit buses, for other transit-related capital projects, or for regional transportation improvements in the Dulles Community of the Suburban Policy Area, as defined in the Revised General Plan. This contribution shall be made prior to the issuance of each residential zoning permit.

D. Regional Transportation Improvement Contribution

The Applicant shall contribute \$3,500 per unit to Loudoun County to be used for regional transportation improvements in the immediate vicinity of the Property, including the widening and construction of Route 659 (future West Spine Road) and the future Route 50/West Spine Road interchange. This contribution shall be made prior to the issuance of each residential zoning permit.

E. Interparcel Access

The Applicant shall provide a right of way reservation in the location shown on the CDP for future interparcel access with the property adjoining to the east of the Property. Upon written request of the County or VDOT, the Applicant shall dedicate up to a forty-seven (47) foot wide right-of-way along with all necessary construction and maintenance related easements located outside of such right-of-way, at no cost the County or VDOT. If approved by the Loudoun County Zoning Administrator, the Applicant shall construct a sign at the edge of the right-of-way reservation facing the cul-de-sac stating that the reservation area is reserved for future road right of way and that the road may be extended in the future.

V. CAPITAL FACILITIES

The Applicant shall make a one-time, capital facilities contribution of \$28,812 per dwelling unit. The contribution shall be paid prior to the issuance of each residential zoning permit. The Board of Supervisors may allocate such contribution at its discretion.

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VI. EMERGENCY SERVICES

A. Fire and Rescue Contribution

Prior to the issuance of each residential zoning permit, a one-time contribution of \$120.00 per dwelling unit shall be paid to Loudoun County for distribution to the primary volunteer fire and rescue companies providing service to the Property. Such contribution shall escalate on a yearly basis from the base year of 1988 and change effective each January 1 thereafter, based on the Consumer Price Index as published by the Bureau of Labor Statistics, U.S. Department of Labor, for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area (the "CPI"). For the purpose of this Section, a dwelling unit includes each single family detached dwelling unit, excluding any approved accessory unit. Contributions made pursuant to this paragraph shall be divided equally between the primary servicing fire and rescue companies providing service to the Property. Notwithstanding the foregoing, at such time as the primary fire and rescue services to the Property are no longer provided by incorporated volunteer companies, the obligation to make the contributions listed within this paragraph shall cease. The intent of these provisions is to support a volunteer fire and rescue system so long as a volunteer system is the primary provider of fire and rescue services to the Property. If only one of these services ceases to be provided by a volunteer company, then the contribution shall be halved and shall continue to be provided to the remaining volunteer company.

B. Sprinkler Systems

Provided that the public water system is capable of delivering the requisite service pressures to support sprinkler systems, the Owners shall offer sprinkler systems in homes served by the public water system as an option to all residential purchasers. The Owners shall not be required to install such sprinkler systems unless the purchasers choose to exercise such option prior to the start of construction and pay the sales price of the options associated with the purchase and installation of the sprinkler system.

VII. ENVIRONMENT

A. Tree Save and Tree Protection

The Applicant shall save the five trees located in Parcels B and C having a dbh of thirty inches or greater as shown on the CDP. The Construction Plans shall include the measures to be taken to preserve these trees and shall define clearly the limits for tree protection. Tree protection fencing shall be placed outside the drip lines of each of the trees to be saved prior to commencing land-disturbing activities. A tree conservation plan for these five trees will be submitted with the first preliminary subdivision plan or site plan application for the Property, as required by the Facilities Standards Manual. The Applicant will adhere to the approved tree conservation plan and will include a covenant in the HOA documents to ensure that the HOA will adhere to the tree conservation plan.

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The area shown on the CDP as a reservation for public road right-of-way shall be maintained as a Tree Conservation Area until such time the County requests such land to be dedicated for public road right-of-way pursuant to Proffer IV.E above. Within the area identified on the CDP as "Tree Conservation Areas," the Applicant shall preserve healthy trees provided, however, that trees may be removed to the extent necessary for the construction of trails and Stormwater Management Facilities that are required pursuant to the proffers and/or shown on the approved construction plans and profiles as lying within such Tree Conservation Areas and for the construction of utilities necessary for development of the Property. A minimum of eighty (80) percent of the canopy within the cumulative Tree Conservation Area depicted on the CDP will be preserved, exclusive of stands of Virginia Pine over 25 years in age. In the event that the eighty (80) percent canopy threshold cannot be achieved within the designated Tree Conservation Areas, such lost canopy will be recaptured elsewhere onsite in locations to be designated at the discretion of the Owner in consultation with the County. Boundaries of all Tree Conservation Areas shall be delineated on the record plat recorded for each section of the development.

If, during construction on the Property, other than for the construction of a public road once the right-of-way is dedicated, it is determined by the Owner's certified arborist and/or the County that any healthy tree located within the boundaries of any of the Tree Conservation Areas described in this proffer has been damaged during construction and will not survive, then, prior to any subsequent bond release for the Property, the Owner shall remove each such tree and replace each such tree with two (2) 2½ - 3 inch caliper native, non-invasive deciduous trees. The placement of the replacement trees shall be proximate to the area of each such damaged tree so removed, or in another area as requested by the County.

The HOA documents shall include a provision that prohibits removal of trees in Tree Conservation Area as shown on the record plat after construction has been completed by the Owner without specific permission of the County Forester except as necessary to accommodate Forest Management Techniques, performed by or recommended by a professional forester or certified arborist, that are necessary to protect or enhance the viability of the canopy, or for the construction of a public road once the right-of-way is dedicated. Such Management Techniques may include, without limitation, pruning and the removal of vines, invasive species, trees uprooted or damaged by extreme weather conditions, and trees or limbs that are diseased, insect-infested, dead, or are considered a hazard to life or property. The HOA documents shall clearly state that such provisions prohibiting tree removal shall not be amended by the Owner or the HOA without written approval from the County. The record plat for the portion of the Property containing the Tree Conservation Area shall contain a note stating that the removal of trees within the Tree Conservation Area is prohibited except in accordance with the Declaration of Covenants or for the construction of a public road once the right-of-way is dedicated.

B. Limits of Clearing and Grading

The Applicant will establish the limits for clearing and grading along the rear of Lots 1-9 and 23-26 a minimum of fifteen (15) from the rear property lines.

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C. Hydric Soils

Geotechnical studies shall be conducted for all structures to be built in areas containing hydric soils and shall be provided to the County prior to approval of the first residential record plat or site plan, whichever is first in time, for the Property. Such studies shall identify the types of engineering measures needed to rectify potential foundation drainage and stress problems. The selected engineering measures shall be submitted for County review and approval prior to the issuance of residential zoning permits for the affected structures. The presence of such soils shall be noted on future subdivision applications and site plan applications, as applicable, and any lots affected shall be noted on the record plat.

D. Phase II Environmental Assessment

The Applicant agrees to perform all remediation activities, in accordance with applicable local, state, and federal regulations, as recommended by the Phase II environmental assessment prepared by MACTEC Engineering and Consulting, Inc. dated. Evidence of completion of all remediation activities will be provided to the County prior to the approval of the preliminary subdivision application.

E. Water Quality Protection Awareness

All storm drainage inlet structures on the Property shall be marked to indicate that they drain to the Potomac River and that no dumping into such inlet structures is permitted. The Homeowners Association (HOA) documents shall include provisions requiring the HOA to maintain such markings. In addition, at the time of property settlement, all prospective purchasers and all contract purchasers of homes constructed on the Property shall be provided with information regarding property owner management practices that will protect water quality. This documentation will incorporate a statement that it is unlawful to dispose of petroleum products in the storm drainage system, will include information regarding safe disposal of petroleum products, and will educate property owners on the safe use of fertilizers, pesticides and insecticides in maintaining their private landscaping.

F. Noise Study

The applicant shall provide a noise impact study to the County that will determine the need for any additional buffering and noise attenuation measures along Gum Spring Road (West Spine Road). The noise impact study shall be based upon traffic volumes for the roadway consistent with the 2030 forecast from the Loudoun County Transportation Forecasting Model available from the Office of Transportation Services, the ultimate road configuration as defined in the Revised Countywide Transportation Plan, and the ultimate design speed. This noise impact study will be conducted by a certified professional engineer and submitted to the County concurrently with the first site plan or construction plan, whichever occurs first in time. Noise impacts occur if noise levels substantially exceed the existing noise levels (a 10 decibel increase over existing levels) or approach (one decibel less than), meet, or exceed the Noise Abatement Criteria identified in the Revised Countywide Transportation Plan. For all impacted uses, noise attenuation measures shall be provided along the specified roadway sufficient to mitigate the anticipated noise impacts prior to the issuance of occupancy permits for any impacted structures.

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Noise attenuation shall result in noise levels less than impact levels (2 decibels less than the Noise Abatement Criteria) and shall result in a noise reduction of at least 5 decibels. Where noise attenuation measures are needed, priority shall be given to passive measures (to include adequate setbacks, earthen berms, wooden fences, and vegetation). Structural noise attenuation measures (e.g., noise walls) shall only be used in cases where the mitigation cannot otherwise be achieved.

G. Stormwater Management

The facility to be constructed on Parcel A shown on the CDP for stormwater management purposes shall be constructed as an enhanced extended detention facility. In addition, the Applicant shall examine the feasibility of employing low impact development techniques and best management practices in order to satisfy SWM/BMP requirements and shall, at the time of the first submission of the final construction plans and profiles, submit appropriate supportive documentation if such low impact development facilities are proposed.

VIII. HOME OWNERS ASSOCIATION

A. HOA General Responsibilities

All property owners at the Property shall be members of an HOA established to regulate and provide standards for the construction, landscaping and use of privately owned land and structures within the Property. The HOA shall provide landscaping and maintenance for all common areas and shall contract for trash removal services. The HOA shall be responsible for the maintenance of all common recreational facilities and buildings, all stormwater management facilities, and all sidewalks and trails not otherwise maintained by the Virginia Department of Transportation ("V DOT").

B. Inclusion in Existing HOA

The Applicant shall pursue incorporation of the Property into either the Stone Ridge Homeowners Association or South Riding Proprietary. In the event the Property is annexed into and made subject to an existing community's HOA prior to the approval of the first residential record plat or site plan for the Property, there shall be no requirement to establish a new HOA for the Property, as described above. In this event, the applicable documents for such inclusion of the Property in the existing community's HOA shall incorporate the HOA responsibilities set forth in paragraph VIII.A. above and shall be submitted to the County for review and approval prior to approval of the first record plat or site plan for the Property, whichever is first in time. The option to be included within an existing community's HOA must be exercised, if at all, prior to the approval of the first residential record plat, or site plan, whichever is first in time, for the Property. If such option is not exercised, Applicant shall create an HOA to govern the Property in accordance with Proffer VIII.A., above.

IX. GARAGE SPACE CONVERSION RESTRICTION

Prior to the approval of the first record plat or site plan, whichever is first in time, for any of the single-family detached units on the Property, the Applicant shall record a restrictive covenant against the Property, as part of the applicable HOA documents, that

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precludes the conversion of any garage space in a single-family detached unit to any use other than the storage of vehicles.

X. ESCALATOR

Unless otherwise specified, all cash contributions enumerated in these proffers shall be subject to an annual escalator based on the CPI with a base year of 2007. This escalator shall take effect on January 1 of 2008 and change effective each January 1 thereafter.

XI LIGHTING

Lighting shall be designed and constructed with cut-off and fully shielded lighting fixtures so that the light will be directed inward and downward toward the interior of the Property.

XII. BEST MANAGEMENT PRACTICES

The Applicant shall use Best Management Practices as published in the latest edition of the Virginia Stormwater Management Handbook and the Loudoun County Facilities Standards Manual ("FSM") in developing the Property as may be in effect on the date of submission of any preliminary subdivision plans. The Applicant may employ appropriate Low Impact Design (LID) techniques that are adopted as part of the FSM, at time of subdivision and site plan submission.

XIII. WATER AND SEWER

A. Utility Line Extensions

The Property will be served by public water and sewer systems. All extensions of existing water and sanitary sewer lines necessary to serve the Property shall be provided by the Applicant, at no cost to Loudoun County or the Loudoun County Sanitation Authority ("LCSA"), in conformance with the LCSA standards.

B. Well and Septic System Removal

All septic systems and individual wells that currently exist within the Property shall be abandoned in accordance with County Health Department requirements, prior to approval of the first record plat for the Property or razing of existing structures, whichever occurs first.

These proffers shall be binding on the heirs, executors, administrators, assigns, and successors in interest of the Applicant. The undersigned hereby warrant that all of the owners of legal interest in the subject Property have signed this proffer statement, that he/she has full authority to bind the Property to these conditions, and that the proffers are entered into voluntarily.

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Signatures appear on following pages.

GSR Partners, LLC

By : _____ (SEAL)

Name: _____

Title: _____

Date: _____

STATE OF VIRGINIA

COUNTY OF _____, to wit:

I, the undersigned notary public, in and for the sate and county aforesaid, do hereby certify
that _____, whose name is signed to the foregoing instrument,
has acknowledged the same before me on behalf of the LLC.

Subscribed and sworn to before me this _____ day of _____ 2007.

My Commission Expires:

Notary Public

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CHW Partnership

By: _____ (SEAL)

Name: _____

Title: _____

Date: _____

STATE OF VIRGINIA

COUNTY OF _____, to wit:

I, the undersigned notary public, in and for the state and county aforesaid, do hereby certify
that _____, whose name is signed to the foregoing instrument,
has acknowledged the same before me on behalf of the Partnership.

Subscribed and sworn to before me this _____ day of _____ 2007.

My Commission Expires:

Notary Public

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_____(SEAL)
Martha Ann Long

Date:

STATE OF VIRGINIA

COUNTY OF _____, to wit:

I, the undersigned notary public, in and for the sate and county aforesaid, do hereby certify
that _____, whose name is signed to the foregoing instrument,
has acknowledged the same before me.

Subscribed and sworn to before me this _____ day of _____ 2007.

My Commission Expires:

Notary Public

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_____(SEAL)
Malcolm Long

Date:

STATE OF VIRGINIA

COUNTY OF _____, to wit:

I, the undersigned notary public, in and for the sate and county aforesaid, do hereby certify
that _____, whose name is signed to the foregoing instrument,
has acknowledged the same before me.

Subscribed and sworn to before me this _____ day of _____ 2007.

My Commission Expires:

Notary Public

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_____(SEAL)
Kristen Lewis

Date:

STATE OF VIRGINIA

COUNTY OF _____, to wit:

I, the undersigned notary public, in and for the sate and county aforesaid, do hereby certify
that _____, whose name is signed to the foregoing instrument,
has acknowledged the same before me.

Subscribed and sworn to before me this _____ day of _____ 2007.

My Commission Expires:

Notary Public

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_____(SEAL)
David Lewis

Date:

STATE OF VIRGINIA

COUNTY OF _____, to wit:

I, the undersigned notary public, in and for the sate and county aforesaid, do hereby certify
that _____, whose name is signed to the foregoing instrument,
has acknowledged the same before me.

Subscribed and sworn to before me this _____ day of _____ 2007.

My Commission Expires:

Notary Public